

State of Delaware - Division of Corporations
CERTIFICATION SHEET - Fax# 302-739-3812



Priority 1
(One Hr)



Priority 2
(Two Hr)



Priority 3
(Same Day)



Priority 4
(24 Hour)



Priority 7
(Reg. Work)

SUBMITTER'S INFORMATION

Lance Nixon, Enforcement Officer
Company/Firm or Individual's Name Environmental Protection Agency, Region 6
Return Address 1445 Ross Avenue, 6SF-TE
Dallas, Texas 75202
City - State - Zip _____
Attention: _____
Phone# 214-665-2203 Fax# _____
E-mail address nixon.lance@epa.gov
Account Number _____

DO NOT WRITE IN THIS SPACE

CERTIFICATION REQUEST INFORMATION

Name of Company/Entity Ohio Oil Company

File Number 0561220

Type of Certificate Requested

- ☐ Certified Copy of All Charter Documents
- ☐ Certified Copy of Charter Documents, Restated Forward
- ☐ Certified Copy Filed on _____
- ☐ Short Form Good Standing (check if additional language req.)
- ☐ Tax reports filed
- ☐ Taxes paid to date
- ☐ No taxes assessed
- ☐ Long Form Good Standing (check if additional language req.)
- ☐ Tax reports filed
- ☐ Taxes paid to date
- ☐ No taxes assessed
- ☐ Certificate in RE: _____
- ☐ Apostille - Country _____ (Type of Cert.)
- ☐ Other _____

Check # _____ Total \$ Enclosed _____

METHOD OF RETURN

- ☐ Messenger/Pick up
- ☐ Express Mail Select Express Service
- Acct#
- ☒ Regular Mail
- ☐ Other
- Fax or E-mail is not available

COMMENTS/FILING INSTRUCTIONS

All documents on file incorporation, amendments, mergers etc.

\$30

plain cotton

CREDIT CARD INFORMATION Type of Card
(Visa, MasterCard, American Express or Discover Card Only)

CC# (b) - (b) - (b) (b)

Expiration Date - (b) [REDACTED]

Security Code (b)

VISA

INSTRUCTIONS

1. Visit corp.delaware.gov/cvrmemo.shtml for complete instructions on how to properly complete this memo.
2. Fully shade in the required Priority Square using a dark pencil or marker, staying within the square.

\$30



9420575



State of Delaware

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 898
DOVER, DELAWARE 19903

130990743

9983914

08-19-2013

ENVIRONMENTAL PROTECTION AGENCY, REGION 6
1445 ROSS AVENUE, 6SF-TE
DALLAS TX 75202

ATTN: LANCE NIXON

DESCRIPTION		AMOUNT
OHIO OIL COMPANY		
0561220	4100H Plain Copy History	
	0102S Incorp Delaware Sto 12-30-1960	8 24.00
	0240 Amendment; Domestic 08-01-1962	1 2.00
	0250N Merger; Non-Survivo 12-22-1993	2 4.00
	Plain Copy Fee	30.00
	FILING TOTAL	30.00
	TOTAL PAYMENTS	30.00
	SERVICE REQUEST BALANCE	.00

RECEIVED
13 AUG 26 PM 2:00
SUPERFUND DIV.
DIRECTOR'S OFC.

**CERTIFICATE OF INCORPORATION
OF
MARATHON OIL COMPANY**

ARTICLE FIRST. The name of this Corporation is Marathon Oil Company.

ARTICLE SECOND. The principal office of this Corporation in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle, in the United States of America. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

ARTICLE THIRD. The nature of the business of the Corporation and the objects and purposes to be transacted, promoted or carried out by it are:

1. To prospect and explore for, produce, extract, exploit, develop, mine, drill for, refine, process, cycle, liquefy, synthesize, purchase or otherwise acquire, and to store, transport, buy, sell, exchange, distribute or otherwise dispose of and deal in, minerals, materials and substances, of every kind and character, including but not limited to petroleum, oil, oil shale, tar sands, coal, natural gas, natural gasoline, condensate and other hydrocarbons whether solid, liquid or gaseous, all metallic and nonmetallic minerals, all fissionable and nonfissionable materials, organic and inorganic substances, radioactive substances and chemicals of every kind and character whatsoever, including but not limited to those derived from agricultural and forest products, the atmosphere or waters, on the surface and in the earth, and the products and by-products of any and all of the above named products, all of which are in this Article THIRD referred to as "minerals".

2. To contract for, purchase, lease, locate and otherwise acquire, to own, hold, maintain, improve, develop, work, explore, exploit, deal in and otherwise use, operate, enjoy, and to let, mortgage, exchange, sell, cede, assign, grant, transfer, convey and otherwise dispose of, any and all kinds of lands and real estate, mines, mineral claims, and any and all rights, privileges, options, leases, concessions, licenses, claims, patents, grants, franchises, easements, royalties, tenements, estates, hereditaments and interests in and to property, real or personal, tangible or intangible, of every kind and description, including without limiting the generality of the foregoing, any and all property prospectively or actually productive of petroleum, crude oil, natural gas, hydrocarbons, metallic or nonmetallic minerals, and all other minerals. To mine, bore, sink wells

and shafts or otherwise develop and operate such lands, mines, mineral claims and rights, and to remove and dispose of the aforesaid minerals, products and by-products, including the extraction of such minerals from water or air.

3. To buy, sell, hold, use, import, export, trade and deal in and with all minerals and useful materials and substances, including products and by-products thereof.

4. To construct, purchase or otherwise acquire, own, hold, lease, operate and to mortgage, sell, lease or otherwise dispose of pipe lines, conveyors, tanks, tank cars, trucks and other vehicles, tankers, ships, barges or other vessels, aircraft and any other means of transportation, terminals, tank farms, store houses and the lands, rights of way, easements, equipment, airports and other property required therefor, and to transport and store by means thereof, any and all minerals, materials and substances, including the products and by-products thereof; to buy, exchange, construct, contract for, lease and in any and all other ways to acquire, take and hold telegraph and telephone lines, radio and other communication facilities usual or necessary for the business of this Corporation, and to improve, maintain and operate the same, and to sell, mortgage, lease or otherwise dispose thereof.

5. To construct, purchase, lease or otherwise acquire, own, hold, use, operate, mortgage and dispose of, refineries, factories, warehouses, laboratories, farms, plants, mines, workshops, cycling plants, power generation plants and such other plants, machinery and equipment, together with lands, leaseholds, easements, rights of way and other property required therefor as may be necessary or convenient to effect any of the purposes of this Article THIRD set forth; to make, process, manufacture, produce, treat, refine, smelt and purify all minerals and mineral substances, and any and all other useful materials and substances, including but not limited to gasoline, motor fuels and other fuels, lubricants, fertilizers, chemicals, colloids, plastics and other materials and substances found in the earth, water or atmosphere, synthetic materials and fissionable and non-fissionable materials, or any components thereof; and to extract therefrom all products, refinements and by-products thereof; and to use, hold, sell, market and dispose of all such products and by-products.

6. To construct, purchase, lease or otherwise acquire, own, hold, operate, mortgage, lease, sell or otherwise dispose of, bulk plants, marketing outlets, service stations, stores, warehouses, terminals and other facilities for the storage, distribution and sale, at wholesale or retail, of

goods, wares and merchandise, including but not limited to gasoline and other motor fuels, lubricants, greases, other petroleum products and by-products, anti-freeze solutions, tires, tubes, batteries and automotive parts and accessories, and the lands, rights of way, easements, equipment and other property required therefor; and to buy, sell, and deal in any and all the goods, wares and merchandise as provided in this Certificate of Incorporation; and to purchase, lease, acquire, own, hold, use, and dispose of all vehicles, conveyances, pumps, tanks, appliances, fixtures and accessories necessary or convenient for the carrying on of said business.

7. To conduct, carry on and engage in any experimental or research work in chemical engineering and any other scientific or technical fields, and to render to any person, firm, association or corporation, services of an engineering, scientific, technical or business nature.

8. To acquire all or any part of the business, good will, rights, assets and property of any person, firm, association or corporation, and pay for the same in whole or in part, in cash or with stock, bonds or debentures of the corporation or otherwise, and to assume all or any part of the obligations and liabilities of any such person, firm, association or corporation.

9. To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names, related to or useful in connection with any business of this Corporation.

10. To acquire by purchase, subscription or otherwise, to receive, own and hold for investment or otherwise, to mortgage, pledge, deposit, exchange, sell, assign, transfer or otherwise dispose of and generally to deal in or with, any and all of the following (hereinafter items referred to collectively as "Securities"), to-wit: all kinds of shares, stocks, voting trust certificates, trust certificates, scrip, warrants, rights, bonds, mortgages, debentures, trust receipts, notes, and other choses in action, obligations and evidences of indebtedness of any corporation, joint stock company, trust, association, partnership, syndicate, person, or governmental or public agency or authority, domestic or foreign, and evidences of any interest therein, or with respect thereto; and while the owner or holder of any such securities, to exercise all of the rights, powers and privileges of ownership or interest in respect thereof, including the right to vote and to give consents, and to do any and all acts or

things deemed by the Corporation to be necessary or advisable for the preservation, protection, improvement or enhancement of the value of such securities.

11. To purchase, or otherwise acquire, hold, sell, pledge, transfer or otherwise dispose of, and to reissue or cancel, shares of the Corporation's own capital stock and any other securities or obligations of the Corporation in the manner and to the extent now or hereafter permitted by the laws of the State of Delaware; provided that the shares of its own capital stock belonging to the Corporation shall not be voted upon directly or indirectly.

12. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government, foreign or domestic, or colony or dependency thereof.

13. To borrow or raise money for any of the purposes of the Corporation; from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof and of the interest thereon by mortgage upon, or pledge, conveyance or assignment in trust of, the whole or any part of the assets and property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such securities or other obligations of the Corporation for its corporate purposes.

14. To lend money to others, with or without collateral security; provided that no loans shall be made by the Corporation to its officers and directors, and no loans shall be made by the Corporation secured by shares of its own capital stock.

15. To domicile, register, establish and maintain one or more offices, to conduct and carry on its business or operations or any part thereof, and to exercise any and all of its corporate rights, privileges and powers, in any or all of the states, districts, territories, colonies and dependencies of the United States of America and in any and all foreign countries and the territories, colonies or dependencies thereof.

16. To conduct, carry on or engage in any other business, operations or activities in connection with or incidental to those above mentioned, and to do everything necessary, proper, advisable or convenient for the attainment of any of the objects, the accomplishment of any of

the purposes, and the exercise of any of the powers herein above mentioned. _

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from the terms of any other clause in this Certificate of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes. The enumeration of objects, purposes and powers shall not be deemed to exclude by inference or otherwise any of the rights, privileges, powers, objects or purposes which this corporation is or may be entitled to exercise under the laws of the State of Delaware now or hereafter in effect or implied by reasonable construction of said laws.

ARTICLE FOURTH. The total number of shares of stock which the Corporation shall have authority to issue shall be ten thousand (10,000) shares, all of one class, and each such share shall have a par value of One Dollar (\$1.00).

ARTICLE FIFTH. The minimum amount of capital with which this Corporation will commence business is One Thousand Dollars (\$1,000.00).

ARTICLE SIXTH. The names and places of residence of the Incorporators are as follows:

<u>Names</u>	<u>Residences</u>
R. F. Westover	Wilmington, Delaware
L. A. Schoonmaker	Wilmington, Delaware
S. S. Galaska	Wilmington, Delaware

ARTICLE SEVENTH. The Corporation is to have perpetual existence.

ARTICLE EIGHTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE NINTH. The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

1. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized:

(a) without the assent or vote of the stockholders, except where otherwise expressly provided in the by-laws, to make, alter or repeal the by-laws of the Corporation;

(b) to set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created;

(c) to determine the use and disposition of any surplus or net profits of the Corporation and to fix the times for the declaration and payment of dividends;

(d) to authorize and cause to be executed mortgages and liens upon any or all of the property and assets of the Corporation;

(e) to determine from time to time whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation (other than the stock ledger), or any of them, shall be open to the inspection of stockholders;

(f) to exercise all such further powers and authority as may be lawfully conferred upon the directors in the by-laws of the Corporation.

2. The Corporation may enter into contracts or transact business with one or more of its directors or officers, or with any corporation or firm of which one or more of its directors or officers are directors, officers or members, or in which they may have a pecuniary or other interest; and in the absence of fraud, such contracts or transactions shall not be invalidated or in anywise affected by the fact that such directors or officers are so connected with or have any interest in any such corporation or firm even though the vote or action of such directors or officers may have been necessary to obligate the Corporation upon such contracts or transactions, provided that the fact of such connection or such interest shall have been disclosed or shall have been known to all of the directors of the corporation. At any meeting of the Board of Directors of the Corporation which shall authorize or ratify any such contracts or transactions, any such director having such connection or interest may vote or act thereat with like force and effect as if he did not have such connection or interest, provided that in such case such connection or interest shall have been disclosed or shall have been known to all the directors. No director or officer shall be disqualified from holding office as director or officer of the Corporation by reason of any such connection or interest. In the absence of fraud, no director or officer having any such connection or interest shall be liable to the Corporation or to any stockholder or creditor

thereof, or to any other person, for any loss incurred under or by reason of such contracts or transactions, nor shall any such director or officer be accountable to the Corporation or to any stockholder or creditor thereof or to any other person for any gains or profits realized under and by reason of such contracts or transactions.

3. The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of stockholders or at any special meeting of stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all the stockholders, as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of director's interest, or for any other reason.

4. Each director and each officer of the Corporation shall be indemnified by the Corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of his being or having been a director or officer of the Corporation (whether or not he continues to be such a director or officer at the time of incurring such expenses), except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties as such officer or director. Such right of indemnification shall not be deemed exclusive of any other rights to which he may be entitled hereunder and under any by-laws, agreement, vote of stockholders or otherwise. The Corporation shall have the right to intervene in and to defend all such actions, suits or proceedings brought against any present or former director or officer of the Corporation. Whenever in this paragraph a director or officers is referred to, such reference shall be inclusive of his heirs, executors and administrators.







5. Meetings of the stockholders of this Corporation may be held outside the State of Delaware, if the by-laws so provide.

6. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the Corporation.

7. Election of the directors need not be by ballot unless the by-laws of the Corporation so provide.

ARTICLE TENTH. The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

We, the undersigned, being each of the Incorporators herein before named, for the purpose of forming a Corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 30th day of December, 1960.

STATE OF DELAWARE

COUNTY OF NEW CASTLE

SS.

BE IT REMEMBERED that on this 30th day of December, 1960, personally came before me, a Notary Public for the County of New Castle, State of Delaware, R. F. Westover, L. A. Schoonmaker and S. S. Galaska, all of the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged the said Certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.


Notary Public



CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

MARATHON OIL COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY.

FIRST: That the Board of Directors of said corporation, at a meeting duly held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED: That the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"The name of this Corporation is OHIO OIL COMPANY."

SECOND: That the said amendment has been consented to and authorized by the holders of all the issued and outstanding stock, entitled to vote, by a written consent given in accordance with the provisions of Section 228 of the General Corporation Law of Delaware, and filed with the corporation.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of Delaware.

FOURTH: That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said MARATHON OIL COMPANY has caused its corporate seal to be hereunto affixed and this certificate to be signed by H. H. West, its President, and R. H. Brown, its Secretary, this 4th day of June, 1962.

MARATHON OIL COMPANY

By

H. H. West, President

By

R. H. Brown, Secretary

STATE OF OHIO
COUNTY OF HANCOCK } SS:

BE IT REMEMBERED that on this 4th day of June, A.D. 1962, personally came before me Catherine J. Demmon, a Notary Public in and for the County and State aforesaid, H. H. West, President of Marathon Oil Company, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said H. H. West, as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said corporation respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

CATHERINE J. DEMMON, Notary Public
HANCOCK COUNTY, OHIO
My Commission Expires April 30, 1967

Catherine J. Demmon
Notary Public

CERTIFICATE OF MERGER

OF

CONSOLIDATED STATIONS INCORPORATED
AND
IMPERIAL PETROLEUM COMPANY
AND
MACALISTER COAL PTY. LTD.
AND
OHIO OIL COMPANY
AND
PORT OIL INC.
AND
U-SAVE, INC.

INTO

MARATHON PETROLEUM SALMAGUNDI, LTD.

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
Consolidated Stations Incorporated	Delaware
Imperial Petroleum Company	Delaware
Macalister Coal Pty. Ltd.	Delaware
Ohio Oil Company	Delaware
Port Oil Inc.	Delaware
U-Save, Inc.	Delaware
Marathon Petroleum Salmagundi, Ltd.	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Marathon Petroleum Salmagundi, Ltd.

FOURTH: That the Certificate of Incorporation of Marathon Petroleum Salmagundi, Ltd., a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 539 South Main Street, Findlay, Ohio 45840.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective on December 31, 1993.

Dated: December 16, 1993

MARATHON PETROLEUM SALMAGUNDI, LTD.

By J. A. [Signature] President

ATTEST:

By G. C. B. [Signature] Secretary

26902